

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Conflicts Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Albert Togut (AT-9759)
Neil Berger (NB-3599)

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
	-----X	

**JOINT STIPULATION AND AGREED ORDER TO WITHDRAWAL WITHOUT
PREJUDICE OF PROOF OF CLAIM 8394
(MOTOROLA, INC./TEMIC AUTOMOTIVE OF NORTH AMERICA, INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Motorola, Inc. ("Motorola") and Temic Automotive of North America, Inc. ("Temic") respectfully submit this Joint Stipulation And Agreed Order To Withdrawal Without Prejudice Of Proof Of Claim 8394 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed

voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on June 22, 2006, Motorola filed proof of claim number 8394 against Delphi Automotive Systems, LLC ("DAS LLC"), asserting an unliquidated secured claim (the "Claim"); and

WHEREAS, the Claim pertains to contracts (the "Contracts") between Motorola and the Debtors, which have not yet been assumed or rejected by the Debtors, and the Claim is protective in nature; and

WHEREAS, on July 2, 2006, Motorola transferred the Claim to Temic; and

WHEREAS, on August 4, 2006, Motorola filed a Notice of Transfer of Claim Pursuant to Bankruptcy Rule 3001(e)(2) (Docket No. 4858); and

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"); and

WHEREAS, on November 21, 2006, Motorola and Temic filed their Response of Motorola, Inc. and Temic Automotive of North America, Inc. to the Debtors' Third Omnibus Objection to Claims (Docket No. 5651) (the "Response"); and

WHEREAS, Motorola, Temic and the Debtors acknowledge and agree that the Claim is protective in nature, and that pursuant to the Order Under 11 U.S.C. §§ 107(b), 501, 502, And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket No. 3206) (the "Bar Date Order"), Temic will have 30 calendar days after the effective date of any rejection of any of the Contracts to file a proof of claim asserting damages.

THEREFORE, the Debtors, Motorola and Temic stipulate and agree as follows:

1. Motorola and Temic hereby withdraw the Claim without prejudice to Motorola and Temic's right to (a) file and assert a claim within 30 days after the rejection(s), if any, of any of the Contracts in accordance with paragraph 8 of the Bar Date Order, Bankruptcy Code section 365, and otherwise applicable law, and (b) protect its rights with respect to the proposed assumption and assignment of any of the Contracts, including, *inter alia*, the filing of appropriate pleadings asserting any claims or defenses pursuant to Bankruptcy Code section 365.

2. This Stipulation resolves the Response with respect to the Claim.

[Concluded on Following Page]

3. This Stipulation does not impact, alter or affect any other proofs of claim that Motorola or Temic have filed against the Debtors, and it pertains solely to the Claim.

Dated: New York, New York
June 26, 2007

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,

TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: Chicago, Illinois
June 25, 2007

MOTOROLA, INC. and TEMIC AUTO-
MOTIVE OF NORTH AMERICA, INC.
By their Counsel,

MCDERMOTT WILL & EMERY LLP

By:

/s/ Peter A. Clark

PETER A. CLARK

227 West Monroe Street

Chicago, Illinois 60606

(312) 372-2000

SO ORDERED

This 13th day of July, 2007
in New York, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE